DOWNTOWN LAS VEGAS

City of Las Vegas Downtown Redevelopment Agency
COUNCIL CHAMBERS • 400 EAST STEWART AVENUE
PHONE 386-6011

MINUTES

MEETING: #86-13

AUGUST 6, 1986

10:00 A.M.
(Following the morning session of the City Council meeting)

Call to Order: 10:48 a.m.
Recess: 11:03 a.m. - 2:00 p.m.
Adjourned: 2:04 p.m.

REDEVELOPMENT AGENCY	PRESENT	ABSENT	EXCUSED
CHAIRMAN BILL BRIARE			X
VICE-CHAIRMAN RON LURIE	X		
MEMBER BOB NOLEN	X		
MEMBER AL LEVY	X		
MEMBER W. WAYNE BUNKER	X		
ASHLEY HALL, EXEC. DIRECTOR	X		
GEORGE OGILVIE, CITY ATTORNEY **John Roethel, Chief Dep. C/A was present**			X
CAROL ANN HAWLEY, SECRETARY	X		

APPROVED BY REFERENCE **August 13**, 19**86**

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AUG 06 1986

City of Las Vegas

CITY COUNCIL
COUNCIL CHAMBERS • 400 EAST STEWART AVENUE
PHONE 386-6011

The City of Las Vegas Downtown Redevelopment Agency will meet on Wednesday, August 6, 1986, at the hour of 10:00 a.m., in the Council Chambers of City Hall Complex, 400 East Stewart Avenue, Las Vegas, Nevada, to consider the following matters:

AGENDA

Order of Business:

1. Approval of the Minutes of the previous meeting.

   A. Meeting of July 16, 1986

2. New Business

   A. Discussion and possible action approving a Parking Fund Agreement between the City of Las Vegas and the City of Las Vegas' Downtown Redevelopment Agency.

   B. Discussion and possible action adopting a Resolution of Sale for the City of Las Vegas' Downtown Redevelopment Agency's Tax Increment Revenue Bonds (City of Las Vegas Downtown Redevelopment Project) Series 1986A.

   C. Discussion and possible action approving an amendment to the contract between the Agency and Kutak, Rock and Campbell.

AFFIDAVIT OF POSTING

(Posting required under the provisions of NRS CHAPTER 241)

STATE OF NEVADA)
) ss
COUNTY OF CLARK)

Joanne Perry, an employee of the City of Las Vegas, Nevada being first duly sworn, deposes and says that on the 1st day of August, 1986, at the hour of 930 Am there were posted copies of a NOTICE, the attached of which is a true and correct copy of CLV Downtown Redevelopment Agency to be held on the 6th day of August, 1986, at 400 East Stewart Avenue, Las Vegas, Nevada; to be posted on Public Bulletin Board at the following locations:

1. In the Bradley Building, State of Nevada, 2501 East Sahara Avenue;
2. In the Senior Citizens Center, 450 East Bonanza;
3. In the Clark County Courthouse, 200 East Carson;
4. On the Public Bulletin Board at the Plaza Level of City Hall, 400 East Stewart Avenue (near the entrance to the Court Clerk's Office); and
5. On the Special Public Bulletin Board at the Plaza Level of City Hall, 400 East Stewart Avenue (near the entrance to the City Council Chamber)

Joanne Perry
SIGNATURE

City Clerk's Office
DEPARTMENT

Subscribed and sworn to before me this

1st day of August, 1986

Sandra R. LeBoeuf
NOTARY PUBLIC in and for said County and State
My Commission expires: 3-15-90

SANDRA R. LE BOEUF
Notary Public - State of Nevada
Appointment Recorded in Clark County
My Appointment Expires Mar. 15, 1990

AFFIDAVIT OF MAILING

(Mailing required under the provisions of A.B. 437, NRS CHAPTER 241)

STATE OF NEVADA)
) ss
COUNTY OF CLARK)

Joanne Perry, an employee of the City of Las Vegas, Nevada being first duly sworn, deposes and says that on the 1st day of August, 1986, a copy of an AGENDA (NOTICE), the attached of which is a true and correct copy, of a REGULAR MEETING of the CLV Downtown Redevelopment Agency, to be held on the 6th day of August, 1986, was deposited in the United States Mail, Postage prepaid, First Class Mail, to each person and/or organization whose name appears in the Agenda Register maintained in the Office of the City Clerk as having requested, in writing, a copy of said AGENDA (NOTICE).

Joanne Perry
SIGNATURE (an employee in the Office of the CITY CLERK)

Subscribed and sworn to beofre me this 1st day of August, 1986

Sandra R. Le Boeuf
NOTARY PUBLIC in and for said County and State.
My Commission expires: 3-15-90

SANDRA R. LE BOEUF
Notary Public - State of Nevada
Appointment Recorded in Clark County
My Appointment Expires Mar. 15, 1990

ANNOTATED MINUTES

CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY

A meeting of the Downtown Redevelopment Agency was held on Wednesday, August 6, 1986, at the hour of 10:48 A.M., in the Council Chambers, City Hall Complex, 400 East Stewart Avenue, Las Vegas, Nevada, to consider the agenda matters as listed below.

IN ATTENDANCE:

Ron Lurie, Vice-Chairman
Al Levy, Member
Bob Nolen, Member
W. Wayne Bunker, Member
Ashley Hall, Executive Director
Jack Thomason, Director of Operations
Marvin Leavitt, Director of Finance
John Roethel, Chief Civil Deputy City Attorney, on behalf of George Ogilvie, General Counsel, who was excused
Carol Ann Hawley, Secretary
Randall H. Walker, Deputy City Manager, Administrative Services, CLV
Larry Barton, Deputy City Manager, Community Services, CLV
Sandra LeBoeuf, Deputy City Clerk

NOTE: Chairman William H. Briare was excused from this meeting.

AGENDA ITEMS:

1. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING.

   A. MEETING OF JULY 16, 1986

   ACTION TAKEN: Levy/APPROVED as written/UNANIMOUS (Briare excused)

2. NEW BUSINESS

   A. DISCUSSION AND POSSIBLE ACTION APPROVING A PARKING FUND AGREEMENT BETWEEN THE CITY OF LAS VEGAS AND THE CITY OF LAS VEGAS' DOWNTOWN REDEVELOPMENT AGENCY.

   ACTION TAKEN: Nolen/APPROVED MOTION TO FOLLOW RECOMMENDATION OF EXECUTIVE DIRECTOR/UNANIMOUS (Briare excused)

   B. DISCUSSION AND POSSIBLE ACTION ADOPTING A RESOLUTION OF SALE FOR THE CITY OF LAS VEGAS' DOWNTOWN REDEVELOPMENT AGENCY'S TAX INCREMENT REVENUE BONDS (CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT) SERIES 1986A.

   ACTION TAKEN: NOLEN/APPROVED AS RECOMMENDED BY STAFF/Lurie, Levy and Nolen voted "yes;" Bunker Abstained from Voting; and Briare was excused.

   C. DISCUSSION AND POSSIBLE ACTION APPROVING AN AMENDMENT TO THE CONTRACT BETWEEN THE AGENCY AND KUTAK, ROCK AND CAMPBELL.

   ACTION TAKEN: Levy/APPROVED AS RECOMMENDED BY STAFF/Unanimous (Briare excused)

The meeting was officially adjourned at 2:04 P.M., having recessed at 11:03 A.M. in the morning session and reconvenience at 2:00 P.M. in the afternoon.

VERBATIM MINUTES OF THIS MEETING AND A TAPE RECORDING THEREOF IS ON FILE IN THE OFFICE OF THE SECRETARY OF THE DOWNTOWN REDEVELOPMENT AGENCY.

VICE CHAIRMAN LURIE: I'd like to call the meeting of the Redevelopment Agency to order. This meeting has been properly noticed and posted and we're in compliance with the Open Meeting Law. The order of the business -- Item One is APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING OF JULY 16, 1986.

MEMBER LEVY: SO MOVE.

VICE CHAIRMAN LURIE: We have a motion to approve. Cast your votes on the motion. Post. THE MOTION'S APPROVED.

(VOTE: Vice Chairman Lurie, Members Levy, Nolen and Bunker voted "Yes." Chairman Briare was excused.)

Item Two is New Business. Item A is DISCUSSION AND POSSIBLE ACTION APPROVING A PARKING FUND AGREEMENT BETWEEN THE CITY OF LAS VEGAS AND THE CITY OF LAS VEGAS' DOWNTOWN REDEVELOPMENT AGENCY. Ashley.

EXECUTIVE DIRECTOR HALL: I would recommend approval. This is basically the sister bill to the one that was discussed a few minutes ago on the City Attorney's Agenda (referring to the City Council Meeting). Any comments, Mr. Leavitt is prepared to answer any questions.

MEMBER NOLEN: I'D MOVE TO FOLLOW THE RECOMMENDATION.

VICE CHAIRMAN LURIE: We have a motion to follow the recommendation. Are there comments or questions on the motion? (No response.) Cast your votes. Post. THE MOTION IS APPROVED.

(VOTE: Vice Chairman Lurie, Members Levy, Nolen and Bunker voted "Yes." Chairman Briare was excused.)

Item B is DISCUSSION AND POSSIBLE ACTION ADOPTING A RESOLUTION OF SALE FOR THE CITY OF LAS VEGAS' DOWNTOWN REDEVELOPMENT AGENCY'S TAX INCREMENT REVENUE BONDS, THE CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT, SERIES 1986A. Ashley.

EXECUTIVE DIRECTOR HALL: Mr. Leavitt.

MEMBER LEVY: Mr. Leavitt? Well, you're the Executive Director. You handle this one (laughing).

EXECUTIVE DIRECTOR HALL: Well, if you'd like, I will.

MEMBER NOLEN: A little delegation of authority there.

MEMBER LEVY: Always when it comes to a tough one, he turns it over to Mr. Leavitt.

MEMBER BUNKER: Does he work for the Agency? (Laughter)

EXECUTIVE DIRECTOR HALL: Yes, he does.

VICE CHAIRMAN LURIE: He's listed in the prospectus.

MEMBER BUNKER: Is he really?

EXECUTIVE DIRECTOR HALL: He's the Director of Finance for the Agency.

MEMBER LEVY: We had to have somebody with some semblance of --

MEMBER BUNKER: Do we get reimbursed for that?

VICE CHAIRMAN LURIE: Okay, Marvin, you're on the hot seat. Let's go.

FINANCE OFFICER LEAVITT: I believe copies of the official -- preliminary official statement have been provided to each of you, but I might just quickly review what this initial issue does and the time frames involved. As Councilman Bunker said a few minutes ago, is that essentially, what's going to happen now, we will issue bonds on behalf of the Agency. The money received from those bonds will be placed in the fund and used for the purchase of Federal Government securities. Those Federal Government securities will be held essentially in trust, will be unavailable for use by the City or the Agency in this initial interim period. A decision has to be made. These bonds will mature on December 18, 1986. At that time a decision has to be made as to what amount, if any, of the short term bonds are now going to be remarketed as long term bonds, at which time we can start use of the proceeds on behalf of the Redevelopment Agency. Essentially, right now, we're approving the Fifty Million Dollars. This is to provide us the most flexibility possible at this date. Then later on, after December 18, we will determine that only as time progresses. We anticipate right now, of course, that not all of the Fifty Million will be remarketed in December or within the 90 days thereafter, but will come along in sections as the money's available and

FINANCE OFFICER LEAVITT: as the projects, of course, need the money.

MEMBER LEVY: We will be able to beat the September 1st, which is the so-called date that the Federal Government is going to be clamping down on tax exempt bonds?

FINANCE OFFICER LEAVITT: That's correct. That's the principal reason why we have moved so rapidly to get this before you now in the form that it is.

MEMBER LEVY: Secondly, what about the arbitrage, or will we be able to continue to basically use arbitrage in making money through the difference of the two interest rates, or will they be clamping down on that September 1st also?

FINANCE OFFICER LEAVITT: Well, we, of course, do not know for certain what they are going to do on September 1st, but it is our understanding now that based on this initial issue, that we can issue these bonds, that we will have positive arbitrage. In other words, if the interest we earn off moneys invested will be sufficient to pay the interest on the bonds, plus pay the costs associated with the initial issue of these bonds.

MEMBER LEVY: So the least that could happen and if worst comes to worst, the worst case is that we would have to give the difference to the Federal Government in other words?

FINANCE OFFICER LEAVITT: That's correct, and we anticipate that on this initial issue will be at no cost to the Agency, it will be a net --

MEMBER LEVY: Yes, and we could make money if we don't get --

FINANCE OFFICER LEAVITT: That's correct.

VICE CHAIRMAN LURIE: Ready for the question?

MEMBER LEVY: I'LL MOVE THAT WE FOLLOW THE RECOMMENDATION.

VICE CHAIRMAN LURIE: Councilman Bunker?

MEMBER BUNKER: Included in this Resolution is the provision to escrow the Fifty Million in a First Interstate Bank in Denver, is that correct?

FINANCE OFFICER LEAVITT: That's correct.

MEMBER BUNKER: I should abstain from this, Your Honor, since --

MEMBER LEVY: I wish that you would have a bigger abstention, the fact that it was the First Interstate Bank of Nevada, and I have a little question on that, and I'd like to have somebody from the Kirchner Moore, if I may -- do we have some representative there? Yes, sir.

JAMES D. KREIDLE: Could you repeat the question, please?

MEMBER LEVY: Yes. Well, I haven't asked the question.

VICE CHAIRMAN LURIE: Please state your name for the record.

JAMES D. KREIDLE: My name is James D. Kreidle, Kirchner Moore and Company in Denver.

MEMBER LEVY: Right. And I'm just wondering -- the thing that -- one of the major problems that bothered me besides borrowing Fifty Million, which I don't do every day -- I have confidence in that regard -- is that we are using an out-of-state bank and, you know, is this for the convenience of your company, which I know I'm sure you'll say no, of course, but rather than being able to continue to keep that money in Nevada, and as a dual purpose situation I think it to me is very important, and, sir, I just would like to hear you reiterate the factors that I was told, the reason that it was --

JAMES D. KREIDLE: Certainly. First, the funds are really not in Colorado or not in Nevada. In other words, the funds are going to be invested in United States --

MEMBER LEVY: Right.

JAMES D. KREIDLE: -- Treasury securities. So that really -- obviously, we would do whatever we could do to keep the funds here if that was possible, but that really isn't possible.

MEMBER NOLEN: Why?

MEMBER LEVY: Because they're going to be gone to the Federal Government.

JAMES D. KREIDLE: The funds will be invested in U.S. Treasury securities as opposed to any securities in the State of Colorado.

MEMBER NOLEN: But the bank in Colorado is going to make money on it or they wouldn't handle it, so why can't a bank in Nevada do it?

JAMES D. KREIDLE: Well, they do receive a fee for their services. That's right.

MEMBER NOLEN: Sure they do, or they wouldn't do it.

JAMES D. KREIDLE: However, there is a bank in Nevada that is involved as a trustee on part of the transaction as a disbursing agent for the funds once the remarketing is accomplished.

MEMBER NOLEN: I understand that. It's Valley Bank as the trustee.

JAMES D. KREIDLE: Yes.

MEMBER NOLEN: There again, why not a Nevada bank?

JAMES D. KREIDLE: The major reason was simply one of experience and convenience for the transaction.

MEMBER NOLEN: Well, we prefer to be convenienced here and let the money stay here, or let the fees stay here. I understand that the money, the physical dollars, are not going to be here, but why -- you know, I'll take -- I'll vote against this right now unless there's some agreement that it's done in Nevada.

BRITT FERGUSON: If I could, Mayor Pro-Tem. I was involved fairly extensively in the discussions with the banks that we talked with. We talked with a number of banks both in Nevada and outside the State, and the major consideration that it came down to, and I understand on Jim's behalf, he was not the person at Kirchner Moor that was most actively involved in that element of it. It was the experience factor. We were doing a fairly complex escrow issue here in terms of the type of bond issues being done, particularly in the time frame that it was to be done. We were talking about doing it in essentially a month to six weeks, as opposed to four or five months, which is normally done. We felt it was important to select a bank that regularly handled numerous issues of this type, and that was the case with First Interstate of Denver. They had, I believe -- I don't recall exactly -- it was something like over Five Billion Dollars in municipal bond issues that they were acting for trustee of at the time, regularly doing these transactions. We were very impressed with -- and particularly with Valley Bank of Nevada, but we felt that they, given the time frame involved and the complexity of the issue, it was important to go with a bank that had that extra experience, although we will be involving Valley Bank as the co-trustee in this first phase that's responsible for all actual project funds.

MEMBER NOLEN: Are you saying that our banks here can't handle it?

MEMBER LEVY: They don't have the experience.

BRITT FERGUSON: I'm saying that they don't --

MEMBER NOLEN: How do they gain experience if we as government entities don't give it to them?

BRITT FERGUSON: Well, I'm saying that they don't have the level of experience that First Interstate of Denver did. If this were a regular old general obligation bond issue and we had five months to put it together, if this were a sewer bond issue and we had months to put it together, then clearly we would have felt Valley Bank clearly have been experienced to do that and we would not have a problem with it. But because of the intricacies and the time frame involved here, we didn't want to take a chance at this point. At some point -- you know, again, if we had more time, it would have been different, I think.

VICE CHAIRMAN LURIE: Well, did FIB reply?

BRITT FERGUSON: No, really, it was our feeling that the experience level of FIB in Nevada was not, for example, as good as that of Valley Bank.

MEMBER LEVY: Alright. What about our remarketing?

BRITT FERGUSON: Under the remarketing, FIB-Denver will continue to be the overall trustee; however, when the re-marketing occurs -- this is where Valley Bank will come in -- when the remarketing occurs and we remarket whatever amount is determined -- Ten Million, Twenty Million and so forth on those various dates -- that money will then go to Valley Bank of Nevada for management.

MEMBER LEVY: Now you know how important it is, sir, for us to make sure that we get our share. When I say -- not our share, but our community's share.

VICE CHAIRMAN LURIE: Well, whatever we do, we like to keep it locally. I'm just surprised that FIB, you know, didn't locally didn't work harder to try and keep that amount of money here and get that expertise needed in working with the City in this Redevelopment Agency.

BRITT FERGUSON: Well, I can tell you that when we -- we were out to do this on very short notice. We were calling these banks and saying we essentially need to make a decision within a day or two and we need to talk to you about this, and the initial response from the person at the Trust Department at FIB was something to the effect of "Don't you guys in the City ever do anything?" "You guys always do everything at the last minute." And that was sort of the attitude that they had. Now, the Valley Bank's attitude was very positive. It was, "Yeah, we can do it," and in fact, as I say, we were very impressed with the qualifications of Valley Bank, but in terms -- it was they just hadn't had the volume of these types of deals that FIB-Denver had.

VICE CHAIRMAN LURIE: I think you put on the record what we were looking for. Okay, we have a motion to approve --

MEMBER LEVY: SO MOVE.

VICE CHAIRMAN LURIE: -- the request. Are there any further comments or questions? (No response.) Cast your votes. Post.

(VOTE: Vice Chairman Lurie - Yes
Member Levy - No
Member Nolen - Yes
Member Bunker - Abstained
Chairman Briare - Excused)

THE MOTION IS APPROVED. Is that correct, City Attorney, with two, one and an absention?

DEPUTY CITY ATTORNEY JOHN ROETHEL: That approves the motion.

VICE CHAIRMAN LURIE: Okay, MOTION'S APPROVED.

CITY CLERK HAWLEY: Oh, wait just a minute.

MEMBER LEVY: What?

CITY CLERK HAWLEY: Well, in that Resolution --

DEPUTY CITY ATTORNEY JOHN ROETHEL: Is there something special in the Resolution?

CITY CLERK HAWLEY: I think you should look at it, John, just to be absolutely sure. I was reading it this morning. I think it might have mentioned a quorum.

MEMBER NOLEN: There is a quorum.

CITY CLERK HAWLEY: I just want to be sure because it's so important.

MEMBER NOLEN: There is a quorum -- a quorum voting.

VICE CHAIRMAN LURIE: That's why I asked the City Attorney to review the vote to make sure that it's okay with one abstention and one voting "no" that we do have a quorum.

MEMBER NOLEN: Three people voting.

DEPUTY CITY ATTORNEY JOHN ROETHEL: Alright. I'm not familiar with provisions of the Resolution. I presume there's nothing in the Resolution that requires all five members of the Redevelopment Agency to vote on this. So if it's just generally a majority of the members present and voting, an abstention does not do anything with regarding to affecting a quorum, so, and as long as there's a majority of the members present and voting in favor of it, and two, one and one means that there's more voting in favor of it than voting -- an abstention does not count as a negative vote, so an abstention for the purposes of determining a quorum, the abstention --

MEMBER NOLEN: We have three people -- three people voting.

VICE CHAIRMAN LURIE: You feel comfortable with that?

DEPUTY CITY ATTORNEY JOHN ROETHEL: Yes, I'll review it --

VICE CHAIRMAN LURIE: You review it and if there's any problems, bring it back.

DEPUTY CITY ATTORNEY JOHN ROETHEL: Yes, I'll review it and I'll bring it back, but as far as I know, if it's just the normal voting requirements that are attributable to all City Council or Agency actions, it's a proper vote.

VICE CHAIRMAN LURIE: Okay.

CITY CLERK HAWLEY: Could we -- if there is something wrong, we could bring it back up in the beginning of the afternoon session?

VICE CHAIRMAN LURIE: That's right. We'll just -- instead of adjourning the meeting, we'll recess the meeting and have the Attorney review that.

DEPUTY CITY ATTORNEY JOHN ROETHEL: That's fine.

VICE CHAIRMAN LURIE: Alright, on the agenda on Item C, DISCUSSION AND POSSIBLE ACTION APPROVING AN AMENDMENT TO THE CONTRACT BETWEEN THE AGENCY AND KUTAK, ROCK AND CAMPBELL.

MEMBER LEVY: I'LL MOVE TO FOLLOW THE RECOMMENDATION, Your Honor.

VICE CHAIRMAN LURIE: THE RECOMMENDATION IS TO HAVE THE EXECUTIVE DIRECTOR AND THE CHAIRMAN BE AUTHORIZED TO SIGN THE ATTACHED AMENDMENT TO THE AGREEMENT. Are there comments or questions?

MEMBER BUNKER: Maybe we ought to wait and make sure the prior Resolution is in order before we approve to pay legal fees.

MEMBER LEVY: They're getting paid out of it.

MEMBER NOLEN: Anyway, so it doesn't matter.

VICE CHAIRMAN LURIE: It doesn't make any difference. If the recommendation comes back it was improper, it's going to make this void. Alright, we have a motion to approve. Cast your votes. Post.

(VOTE: VICE CHAIRMAN LURIE - Yes
MEMBER LEVY - Yes
MEMBER NOLEN - Yes
MEMBER BUNKER - Yes
CHAIRMAN BRIARE - Excused)

THAT MOTION IS APPROVED. Are there any other items to come before the Redevelopment Agency?

EXECUTIVE DIRECTOR HALL: There are none.

VICE CHAIRMAN LURIE: We will just recess this until the beginning of our 2 o'clock session for a report from the City Attorney on the last vote. We'll be in recess until 2 o'clock.

(RECESSED PORTION OF MEETING BEGINNING AT 2 P.M. ON AUGUST 6, 1986)

VICE CHAIRMAN LURIE: Good afternoon, Ladies and Gentlemen. I'd like to call the meeting back to order. We have one item we're going to go back to under our Redevelopment Agency portion of the agenda that we have to take care of something that we didn't take care of this morning. Under Item B, Councilman Nolen.

MEMBER NOLEN: Your Honor, AT THIS TIME I WOULD MOVE THAT WE RECONSIDER THE PREVIOUS ACTION.

VICE CHAIRMAN LURIE: Okay, we have a motion from Councilman Nolen to reconsider action of this morning on Item B. Mr. Attorney, would you --

DEPUTY CITY ATTORNEY JOHN ROETHEL: Because Councilman Nolen was the Councilman that voted no on the motion this morning, which had the effect of defeating the motion, he's on the prevailing side and he's the appropriate person to make a motion to reconsider.

VICE CHAIRMAN LURIE: Does the Board have any questions? (No response.) Cast your votes on the motion to reconsider on Item B. Post.

(VOTE: Vice Chairman Lurie - Yes
Member Levy - Yes
Member Nolen - Yes
Member Bunker - Yes
Chairman Briare - Excused)

Okay, THE MOTION TO RECONSIDER HAS BEEN APPROVED.

MEMBER NOLEN: Your Honor, AT THIS TIME I'D RECOMMEND WE FOLLOW THE RECOMMENDATION OF STAFF -- OR RECOMMENDATION OF THE EXECUTIVE DIRECTOR.

VICE CHAIRMAN LURIE: Okay, the Motion is to APPROVE THE RECOMMENDATION FROM THE EXECUTIVE DIRECTOR UNDER REDEVELOPMENT, ITEM B. Any comments or questions? (No response.) Cast your votes. Post.

(VOTE: Vice Chairman Lurie - Yes
Member Levy - Yes
Member Nolen - Yes
Member Bunker - Abstained
Chairman Briare - Excused)

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VICE CHAIRMAN LURIE: THE MOTION IS APPROVED. Thank you. That will conclude our meeting under the Redevelopment for Downtown Agency. We'll adjourn that meeting.

(MEETING WAS ADJOURNED AT APPROXIMATELY 2:02 P.M.)

CITY OF LAS VEGAS
DOWNTOWN REDEVELOPMENT AGENCY
Page 1 of 2
AGENDA DOCUMENTATION

Date August 6, 1986

TO:	FROM:
REDEVELOPMENT AGENCY	ASHLEY HALL, EXECUTIVE DIRECTOR

SUBJECT: DISCUSSION AND POSSIBLE ACTION APPROVING A PARKING FUND AGREEMENT BETWEEN THE CITY OF LAS VEGAS AND THE CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY.

PURPOSE/BACKGROUND

The Tax Increment Revenue Bond issue being offered for sale on August 6 has two sources of pledged revenues:

1. Tax Increment dollars, which the Redevelopment Agency is entitled to receive under the State Redevelopment Law and the Redevelopment Plan for the Downtown Las Vegas Redevelopment area; and

2. $800,000 a year, beginning in FY 1987/88, in Parking ticket revenues and fines which are collected in the City's Municipal Parking Enterprise Fund.

Unlike tax increment funds, the Redevelopment Agency is not automatically entitled to receive the $800,000 a year in Parking Fund revenues. To do so requires an Agreement between the Agency and the City.

The Agreement now before you, which accomplishes that commitment of funds to the Agency, contains the following key provisions:

- The Parking Fund monies will not become available until FY 1987-88.

- The $800,000 will come only from parking meter revenues and parking fines and forfeitures. It will not come from the $800,000 per year in Parking Garage Lease Revenues. However, the Parking Garage lease revenues can then be used to pay those operating costs that were formerly charged against fines and forfeitures, etc. The reason for this, is that, in order to satisfy the provisions of the U.S. Internal Revenue Code and maintain the exempt status of the bonds, we must insure that bond debt service does not come from private businesses, such as the hotels leasing the parking garage.

- In the event that any portion of the $800,000 is not needed in a particular year for debt service, that money would be returned by the Agency to the City. In that regard, as we remarket the bonds held in escrow it is our intention to insure that at least $200,000 per year is in fact returned to the City, except in case of severe revenue shortfall. That $200,000 is being pledged simply as a coverage factor, to provide potential bond buyers with a greater sense of security.

FISCAL IMPACT

RECOMMENDATIONS

Agenda Item

AUG 06 1986

CITY OF LAS VEGAS
DOWNTOWN REDEVELOPMENT AGENCY

AGENDA DOCUMENTATION

Date August 6, 1986

TO:	FROM:
REDEVELOPMENT AGENCY	

SUBJECT: DISCUSSION AND POSSIBLE ACTION APPROVING A PARKING FUND AGREEMENT BETWEEN THE CITY OF LAS VEGAS AND THE CITY OF LAS VEGAS' DOWNTOWN REDEVELOPMENT AGENCY.

PURPOSE/BACKGROUND

For your information, revenues to the Municipal Parking Enterprise Fund for FY 1986-87 are projected to be $1,900,000. Those revenues come from the following sources:

-	Parking Meter Fees	$300,000
-	Fines and Forfeitures	$800,000
-	Parking Garage Lease	$800,000

FY 1986/87 budgeted operating expenses, including depreciation, are $634,492, leaving $1,265,508 available for transfer to other funds. In FY 86/87 those transfers to other funds included such things as the City's match for the trolleys, and monies for construction of the Downtown Transportation Center. It is not expected that these expenditures will reoccur in future fiscal years.

Finally, as you know, the $800,000 in Parking Garage lease revenues is currently pledged as back-up debt service on the loan obtained by the City to purchase Section 15. Although that loan is expected to be paid off shortly after the sale of the 90 acres to the east of the expressway is finalized in October, it is still possible for that transaction to fall through. If that were to occur, we would scale down the amount of escrow bonds being remarketed to insure that at least $800,000 would be returned to the City.

FISCAL IMPACT

The Agreement would provide the Agency with $800,000 annually, which it would be required to pledge as debt service on its Series 1986 A Tax Increment Revenue Bonds. Any portion of the $800,000 not needed as debt service would have to be returned to the City.

RECOMMENDATIONS

It is the recommendation of the Executive Director that the Chairman be authorized to sign the attached Agreement.

ASHLEY HALL, EXECUTIVE DIRECTOR

Agenda Item

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AUG 06 1986

PARKING FUND AGREEMENT

THIS AGREEMENT, made and entered into this 14th day of August, 1986, by and between the CITY OF LAS VEGAS, a municipal corporation of the State of Nevada (hereinafter referred to as the "City"), and the LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY, a public body, corporate and politic, duly organized, existing and operating under and by virtue of the Community Redevelopment Law of the State of Nevada (hereinafter referred to as the "Agency"),

WITNESSETH:

WHEREAS, the City has heretofore created the Agency, with all of the rights, privileges, powers, duties, obligations and immunities that are set forth in NRS 279.382 to 279. 680, inclusive, for the purpose of improving, modernizing, rehabilitating, revitalizing and redeveloping the downtown area of the City and has adopted, in connection therewith, a redevelopment plan that designates a redevelopment area (the "Redevelopment Area" herein); and

WHEREAS, the Agency proposes to issue its "City of Las Vegas Downtown Redevelopment Agency, Tax Increment Revenue Bonds (City of Las Vegas Downtown Redevelopment Project) Series 1986A" (the "Bonds" herein) in order to achieve the purposes for which it was created; and

WHEREAS, figures from previous years with respect to the sources of the parking revenues of the City indicate that such sources will generate approximately $2,000,000.00 in each of the future years; and

WHEREAS, the vast majority of such parking revenues are generated within the Redevelopment Area; and

WHEREAS, the City Council of the City has determined, and does hereby determine, that it would be appropriate to make a portion of such parking revenues available to the Agency for use by the Agency in paying, as and when they become due, the annual installments of the principal of, premium, if any, with respect to and interest on the Bonds; and

WHEREAS, the Agency desires to accept such parking revenues as are made available to it by the City and to pledge the same to the payment, as and when they become due, of the annual installments of the principal of, premium, if any, with respect to and interest on the Bonds;

NOW, THEREFORE, for and in consideration of the premises, of the mutual promises and agreements which are hereinafter contained and of other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged by each of the parties hereto, said parties do hereby agree as follows:

1. The City hereby agrees to make available to the Agency, out of its parking meter revenues and the revenues which it derives from fines and forfeitures with respect to parking violations and exclusive of any revenue that it derives from the lease of its two (2) parking garages which are situate within the Redevelopment Area, the sum of Eight Hundred Thousand and No/100ths Dollars ($800,000.00) each fiscal year, commencing with the fiscal year that begins on July 1, 1987, and continuing thereafter until the Bonds have been fully paid or adequate provision for the payment thereof has been made, for the uses and purposes that are hereinafter set forth.

2. The Agency hereby agrees to use the funds that are made available to it by the City hereunder for the sole purpose of pledging the same, as and when such funds are needed, to the payment, as and when they become due, of the annual installments of the principal of, premium, if any, with respect to and interest on the Bonds.

3. The Agency further agrees that, if, at the end of any fiscal year, the funds that are made available to the Agency by the City hereunder, or any part thereof, are not needed to pay the installment of the principal of, premium, if any, with

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respect to and interest on the Bonds that became due during that fiscal year, the right to the use of such funds, or such part thereof, for such purpose as the City sees fit, shall revert to the City.

4. It is mutually agreed that this Agreement shall not be amended if, in the opinion of a nationally recognized bond counsel, acceptable to the Agency and the trustee under the indenture of trust pursuant to which the Bonds will be issued, the proposed amendment will cause the interest on any of the Bonds which has been paid or which is payable to be included in gross income of the owner thereof for the purpose of federal income taxation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives the day and year first above written.

CITY OF LAS VEGAS

By Ron Lurie
RON LURIE, MAYOR PRO TEM

ATTEST:

Carol A Hawley
CAROL ANN HAWLEY, City Clerk

CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY CREATED 1985 NEVADA

LAS VEGAS DOWNTOWN
REDEVELOPMENT AGENCY

By Ron Lurie
RON LURIE, VICE CHAIRMAN

ATTEST:

Carol A Hawley
CAROL ANN HAWLEY, Secretary

CITY OF LAS VEGAS
DOWNTOWN REDEVELOPMENT AGENCY

AGENDA DOCUMENTATION

Date August 6, 1986 AUG 06 1986

TO:	FROM:
REDEVELOPMENT AGENCY	ASHLEY HALL, EXECUTIVE DIRECTOR

SUBJECT: DISCUSSION AND POSSIBLE ACTION ADOPTING A RESOLUTION OF SALE FOR THE CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY, TAX INCREMENT REVENUE BONDS (CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT) SERIES 1986A

PURPOSE/BACKGROUND

As you know, for some time now we have been working to issue tax increment bonds, with the goal of issuing as large amount of bonds as is possible prior to the passage of tax reform legislation by the U.S. Congress. We now believe it possible, though we cannot know for certain, that the effective date of tax reform legislation, as it relates to tax increment bonds, may be set at some point between August 15 and September 1 of this year. Under the Resolution of Sale now before you, the bids on the bonds would be received by August 13, and the Bond Resolution would be passed on that date. Actual closing on the bonds would take place on August 20.

The Resolution itself authorizes the sale of $50,000,000 in bonds. These bonds would be escrow bonds, which means that the bond proceeds would be placed in an escrow account backed by U.S. Government Securities. These U.S. Government Securities would provide the basic security for the bonds. It is anticipated that interest earned on the U.S. Government Securities will provide the funds to cover interest due on the bonds during the first 120 days of escrow, and also cover the Agency's costs of issuance (e.g., bond counsel fees, trustee fees, etc.). It is not certain that this will be the case, however, since it is possible that the interest the Agency has to pay on its bonds will exceed the interest earned on the U.S. Government Securities. In that event, some portion of the Agency's tax increment revenues (now estimated to be approximately 1.2 million in FY 1986/87) would be used to make up the difference.

The purpose of issuing $50,000,000 in escrow bonds is to get by the effective date of tax reform legislation with as much financing flexibility as possible. Thus, the Resolution of Sale, and the Bond Indenture of Trust which you will adopt on August 15, provides that 120 days after the issuance of the initial escrow bonds, the Agency will have a number of courses of action open to it.

1. The Agency can remarket a portion of the $50,000,000 in escrow bonds, which bear short-term interest rates, as long-term non-escrow bonds (c.23 years). The exact amount remarketed will be at the Agency's discretion, but must be supported by a feasibility study which shows that there are sufficient tax increment revenues projected to support that amount. The bonds remaining in escrow could be continued for 90 days or longer, or the bonds could be "called" back by the Agency.

2. The Agency can decide to roll over all $50,000,000 for another 90 days and then decide how many bonds to remarket.

3. The Agency can call all of the bonds, and issue some as yet undetermined amount of taxable bonds.

FISCAL IMPACT

RECOMMENDATIONS

Agenda Item

2 B

000022

Date August 6, 1986 AUG 06 1986

TO:	FROM:
REDEVELOPMENT AGENCY	

SUBJECT: DISCUSSION AND POSSIBLE ACTION ADOPTING A RESOLUTION OF SALE FOR THE CITY OF LAS VEGAS' DOWNTOWN REDEVELOPMENT AGENCY, TAX INCREMENT REVENUE BONDS (CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT) SERIES 1986A.

PURPOSE/BACKGROUND

4. Some combination of the above.

As alluded to above, once the initial 120 day period has elapsed, the Agency will have the opportunity every 90 days to decide on one of the above options.

The Sale Resolution refers to an Indenture of Trust between the Agency and First Interstate Bank of Denver. A draft of that Indenture is also attached. You will actually be approving the Indenture at the time you authorize issuance of the bonds, on August 13.

Finally, it is important to note that the bonds being offered for sale by the Resolution before you would be payable solely from the pledged revenues - tax increment dollars and $800,000 in Parking Fund receipts. The bonds are in no way an obligation of the City of Las Vegas.

FISCAL IMPACT

The Resolution would offer for sale $50,000,000 in escrow bonds. Technically, there will be no fiscal impact until and if the bids are accepted by you and you adopt of Resolution of Issuance.

RECOMMENDATIONS

It is the recommendation of the Executive Director that the Agency approve, and authorize the Chairman to sign, the attached Resolution.

ASHLEY HALL, EXECUTIVE DIRECTOR

Agenda Item

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CERTIFIED RECORD OF PROCEEDINGS
OF THE
CITY OF LAS VEGAS
DOWNTOWN REDEVELOPMENT AGENCY

RELATING TO A RESOLUTION CALLING FOR THE PUBLIC SALE OF $50,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT TAX INCREMENT REVENUE BONDS (CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT), SERIES 1986A

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STATE OF NEVADA]
COUNTY OF CLARK] ss.
CITY OF LAS VEGAS]

The City of Las Vegas Downtown Redevelopment Agency held a regular meeting at the City Council Chambers, 400 East Stewart Avenue, in Las Vegas, Nevada, on Wednesday, the 6th day of August 1986, at the hour of 10:00 a.m.

The following members of the Agency, constituting a quorum, were present:

Ron Lurie, Vice Chairman

Al Levy, Member

Bob Nolen, Member

W. Wayne Bunker, Member

The following members of the Agency were absent:

William H. Briare, Chairman

Also present were the following officers of the Agency:

Ashley Hall, Executive Director

Carol Ann Hawley, Secretary

Marvin Leavitt, Finance Officer

Jack Thomason, Director of Operations

John Roethel, Chief Civil Deputy City Attorney, on behalf of George Ogilvie, General Counsel

After the Vice Chairman called the meeting to order, the following proceedings, among others, were had and taken:

Member Bob Nolen introduced and moved the adoption of the following Resolution:

RESOLUTION

A RESOLUTION CALLING FOR THE PUBLIC SALE OF $50,000,000, IN AGGREGATE PRINCIPAL AMOUNT OF "CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY, TAX INCREMENT REVENUE BONDS (CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT), SERIES 1986A"; AUTHORIZING AND APPROVING A PRELIMINARY OFFICIAL STATEMENT FOR USE IN CONNECTION THEREWITH; AUTHORIZING AND APPROVING AN OFFICIAL NOTICE OF BOND SALE AND AN OFFICIAL BID FORM; PRESCRIBING CERTAIN DETAILS CONCERNING SAID PROPOSED SALE.

WHEREAS, the City of Las Vegas Downtown Redevelopment Agency (the "Agency") is a public body corporate and politic, and has been duly organized, established and authorized by the City of Las Vegas, Nevada (the "City") to transact business and exercise its powers as a redevelopment agency, all under and pursuant to the Nevada Community Redevelopment Law, consisting of NRS 279.382 to 279.680, inclusive (the "Act"); and

WHEREAS, pursuant to the Act, the Agency has the power and authority to issue "bonds" (defined by the Act to mean and include any bonds, notes, interim certificates, debentures or other obligations) to finance the corporate purposes of the Agency authorized to be undertaken by the Agency under the Act; and

WHEREAS, a redevelopment plan, known as the "City of Las Vegas Downtown Redevelopment Plan" (the "Redevelopment Plan"), has been duly and regularly approved by the City Council of the City for a redevelopment project under the Act known and designated as the "City of Las Vegas Downtown Redevelopment Project" (the "Redevelopment Project"); and

WHEREAS, all applicable requirements of the Act and other provisions of law for and precedent to the adoption and approval by the City of the Redevelopment Plan have been duly complied with; and

WHEREAS, in order to finance certain public undertakings in connection with the Redevelopment Project, the Agency deems it necessary to issue $50,000,000 in aggregate principal amount of its "Tax Increment Revenue Bonds (City of Las Vegas Downtown Redevelopment Project) Series 1986A" (the "Series 1986A Bonds"), which shall be payable from and secured by the Trust Estate created pursuant to the Indenture of Trust referred to herein; and

WHEREAS, NRS 279.640 requires that obligations of the Agency, such as the Series 1986A Bonds, be sold at not less than par, at a public sale held after notice published once at least five (5) days prior to the sale in a newspaper of general circulation published in the Community; and

WHEREAS, the Agency is desirous of authorizing a public sale of the Series 1986A Bonds as hereinafter set forth and authorizing and approving a Preliminary Official Statement, an Official Notice of Bond Sale and an Official Bid Form, all as more fully hereinafter set forth.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY:

Section 1. The Series 1986A Bonds shall be, and the same hereby are ordered to be, publicly sold to the highest and best bidders, for cash, and to the best advantage of the Agency. The Agency shall cause sealed bids to be received, on the Official Bid Form hereinafter authorized and approved, and will further cause such bids to be opened publicly in the Council Chambers for the purchase of the Series 1986A Bonds on August 13, 1986, at 10:00 a.m. Pacific Daylight Time.

Section 2. The Chairman and the Secretary are hereby authorized and directed to cause publication of an Official Notice of Bond Sale in the Las Vegas Review Journal, being a newspaper of general circulation within the City of Las Vegas, Nevada. The Official Notice of Bond Sale shall be in substantially the following form, which is in all respects hereby authorized and approved by the Agency, with such changes therein as the Chairman shall approve, but which are consistent with the terms and requirements of this Resolution, and the execution of the Official Notice of Bond Sale by the Chairman shall conclusively indicate the approval of any such changes by the Agency:

(Form of Official Notice of Bond Sale)

OFFICIAL NOTICE OF BOND SALE

$50,000,000
CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY
TAX INCREMENT REVENUE BONDS
(CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT)
SERIES 1986A

PUBLIC NOTICE IS HEREBY GIVEN that the City of Las Vegas Downtown Redevelopment Agency (the "Agency"), a public body corporate and politic, located in the City of Las Vegas and State of Nevada, will, on Wednesday, the 13th day of August 1986, at the hour of 10:00 a.m., Pacific Daylight Time, at 400 East Stewart Avenue, Las Vegas, Nevada 89101, receive sealed bids and publicly open the same for the purchase of certain tax increment revenue bonds of the Agency, which bonds are more particularly described below:

BOND PROVISIONS

ISSUE: "City of Las Vegas Downtown Redevelopment Agency, Tax Increment Revenue Bonds (City of Las Vegas Downtown Redevelopment Project), Series 1986A," in the aggregate principal amount of $50,000,000, dated as described in the Indenture referred to below (the "Series 1986A Bonds").

FORM OF BONDS AND MATURITY: The Series 1986A Bonds will be issued as fully registered bonds, in the denomination of $5,000 each or any integral multiple thereof, except in the case of Short Term Series 1986A Bonds, which shall be issued

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in minimum denominations of no less than $100,000, numbered consecutively in regular numerical order from R-1 upward, and payable (as to principal, premium, if any, and interest) to the Registered Owner thereof as shown on the registration books of the Agency maintained by the Trustee referred to below. The Series 1986A Bonds, as initially issued, shall mature in the aggregate principal amount of $50,000,000 on December 1, 2009.

PURPOSE OF ISSUE: The Series 1986A Bonds are being issued by the the Agency for the purpose of providing funds to finance certain of the activities of the Agency in connection with the City of Las Vegas Downtown Redevelopment Project (the "Redevelopment Project"), a redevelopment project located in an area (the "Redevelopment Area") within the boundaries of the City of Las Vegas, Nevada (the "City"). The Series 1986A Bonds are being issued under the authority of the Nevada Community Redevelopment Law, consisting of NRS 279.382 to 279.680, inclusive, (the "Act") and pursuant to the provisions of an Indenture of Trust, dated as of August 1, 1986 (the "Indenture") between the Agency and First Interstate Bank of Denver, N.A., as trustee or its successor in trust (the "Trustee").

INTEREST RATES:

The Short Term Series 1986A Bonds shall bear interest at an Initial Interest Rate as specified in the Indenture from the date of delivery through December 18, 1986. The Short Term Series 1986A Bonds shall mature as follows:

June 1 of the Year	Principal Amount
2009	$50,000,000

The Short Term Series 1986A Bonds are subject to Mandatory Tender on December 18, 1986 and, unless Bondholders affirmatively elect to retain their Series 1986A Bonds at a Short Term or a Long Term Rate, as the case may be, they will be deemed to have tendered their Series 1986A Bonds on such date.

The Short Term Series 1986A Bonds which become Long Term Series 1986A Bonds as a result of an Interest Rate Conversion shall mature as to principal on June 1 in the following years and in the following percentages (expressed as a percentage of the total principal amount of Long Term Series 1986A Bonds as of any Conversion Date):

Maturity Date (June 1 of the Year)	Percentage of Long Term Series 1986A Bonds As of Any Conversion Date
1996	4%
2001	20
2006	53
2009	23

On the 17th Business Day preceding any Conversion Date, the Trustee shall select by lot from among all of the Short

Term Series 1986A Bonds to become Long Term Series 1986A Bonds on the next Conversion Date the particular Long Term Series 1986A Bonds to mature on each of the dates set forth above in the relative percentages as set forth above and shall give notice thereof to the Registered Owners of such Short Term Series 1986A Bonds not later than the 16th Business Day preceding the Conversion Date for such Series 1986A Bonds.

DEMAND PURCHASE:

(a) Not later than the 11th Business Day preceding each Conversion Date, the Trustee shall give notice to the Registered Owners of the Short Term Series 1986A Bonds then Outstanding, by telephone or telex promptly confirmed in writing, of the Short Term Interest Rate to be effective on the next occurring Conversion Date.

(b) The Short Term Series 1986A Bonds are subject to Mandatory Tender to the Trustee on the Conversion Date or the next Short Term Interest Date, as the case may be, unless the Bondholder affirmatively elects in writing to return its Series 1986A Bonds, on or prior to the 6th Business Day preceding the next Conversion Date at the Short Term Interest Rate to be effective commencing upon the next Conversion Date.

(c) Not later than the 16th Business Day preceding each Conversion Date, the Trustee shall give notice to the Registered Owners of the Short Term Series 1986A

Bonds selected for conversion to the Long Term Interest Rate, by telephone or telex promptly confirmed in writing, of the maturity date and applicable Long Term Interest Rate to be effective with respect to the Series 1986A Bond of such Registered Owner on the next occurring Conversion Date.

BID REQUIREMENTS AND AND OTHER LIMITATIONS: Bids submitted for the purchase of the Series 1986A Bonds shall be subject to the limitations and requirements set forth herein, including in particular, the following:

A. Interest shall be payable on the Series 1986A Bonds as set forth above until maturity or prior redemption, payable on December 18, 1986 and thereafter as set forth under "INTEREST RATES" above. Bids providing for the payment of interest represented by "supplemental" coupons will not be accepted. Bids shall state the Initial Interest Rate with respect to the Series 1986A Bonds as defined above.

B. The Initial Interest Rate stated in a bid shall be in a multiple of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%) per annum.

C. Any bid naming a zero (0) Initial Rate of Interest, and any bid stating any interest rate other than a fixed interest rate, shall not be accepted.

D. Any bid providing for a purchase price of less than 100% of par shall not be accepted.

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PAYMENT: The principal of and premium, if any, on the Series 1986A Bonds shall be payable at the principal corporate trust office of First Interstate Bank of Denver, N.A., as trustee or its successor in trust (the "Trustee") or any other Paying Agent designated by the Agency pursuant to the Indenture of Trust referred to below, and interest on any Series 1986A Bond shall be paid by check or draft mailed to the Registered Owner thereof by the Trustee at the address of such Registered Owner as it appears on the registration books of the Agency maintained by the Trustee on the Record Date (as defined in the Indenture), or, upon request of any Registered Owner and upon making arrangements satisfactory to the Trustee for the payment of the fees and expenses of the Trustee, by wire transfer to such Registered Owner; but any such interest not so timely paid or duly provided for shall cease to be payable to the Person who is the Registered Owner of the applicable Bond on the Record Date and shall be payable to the Person who is the Registered Owner thereof at the close of business on a Special Record Date (as defined in the Indenture) for the payment of any such defaulted interest. Such Special Record Date shall be fixed by the Trustee whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date shall be given to the Registered Owners of the Bonds not less than ten (10) days prior thereto by first-class mail to each such Registered Owner as shown on the Registration Books on a date selected by the Trustee, stating the date of the Special Record Date and the date fixed for the payment of such defaulted interest.

If any payment of any Series 1986A Bond is due on a day not a Business Day (as defined in the Indenture), payment shall be made on the next succeeding Business Day with the same force and effect as if made on the date fixed for such payments, and no interest shall accrue for the period after such date.

Under the Indenture, the Agency has authorized the Trustee to enter into a home office payment agreement with any Registered Owner of the Series 1986A Bonds Outstanding, providing for the making to such Registered Owner of all payments of interest on the Series 1986A Bonds at such place and in a manner other than as provided in the Indenture and in the Series 1986A Bonds, upon such conditions as shall be satisfactory to the Trustee, and the Trustee shall make payments of interest on such Series 1986A Bonds in accordance with the provisions thereof.

PRIOR REDEMPTION: The Series 1986A Bonds shall be subject to redemption prior to maturity as set forth in the Indenture.

SECURITY: The principal security for the Series 1986A Bonds are the moneys which are to be deposited into the Series 1986A Escrow Fund. From the date of delivery of the Bonds until December 18, 1986, the Series 1986A Escrow Fund is to be invested by the Trustee in direct obligations of the United States of America, which will mature on the first interest rate adjustment date, December 18, 1986. In addition, the Series 1986A Bonds are secured by a pledge by the Agency to the Trustee of the Trust Estate (as defined herein) to secure the payment of the principal of, premium, if any, and interest on the Series 1986A Bonds.

The Trust Estate, which has been pledged to pay the principal of, premium, if any, and interest on the Bonds from time to time Outstanding, includes the Pledged Revenues (as hereinafter defined), the rights of the Agency under certain Cooperation Agreements and the Remarketing Agreement, all as defined in the Indenture, the proceeds of any Additional Debt issued to refund all Outstanding Bonds and amounts on deposit in certain Trust Funds as defined in the Indenture.

"Pledged Revenues" means (a) the Pledged Property Tax Revenues, (b) the Pledged City-County Relief Tax, (c) the Pledged Parking Fund Revenues, and (d) all income derived from the investment and reinvestment of the Trust Funds, except income from the investment and reinvestment of the Series 1986A Project Fund and the Series 1986A Escrow Fund, as defined in the Indenture.

"Pledged City-County Relief Tax" means the portion of the supplemental city-county relief tax, if any, which the Agency actually receives. Nothing set forth in the Indenture shall require the Agency to deposit in the Revenue Fund any payments in lieu of the supplemental city-county relief tax in the event that the Agency shall not receive any portion of the supplemental city-county relief tax.

"Pledged Parking Fund Revenues" means all revenues derived from the City under the Parking Fund Agreement, as defined in the Indenture, up to an amount equal to $800,000 during each Fiscal Year.

"Pledged Property Tax Revenues" means, for each Fiscal Year, that portion of ad valorem property taxes which would be produced by the rate upon which the tax is levied each year by or for each of the taxing agencies within or overlapping the Redevelopment Area upon that portion of the assessed value of all taxable property within the Redevelopment Area which is in excess of the Property Tax Base Amount, all as calculated pursuant to N.R.S. 279.676; (as defined in the Indenture); provided, however, that such amount shall be reduced by any lawful collection fee charged by the County.

Reference is hereby made to the Indenture for a further and more detailed description of the Trust Estate, the provisions, among others, with respect to the nature and extent of the security, the rights, duties and obligations of the Agency, the Trustee and the Registered Owners of the Bonds, the issuance of Additional Debt and the terms upon which the Bonds are issued and secured. A copy of the current form of the Indenture may be obtained from the Agency or its Financial Consultant, as referred to below.

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<u>THE SERIES 1986A BONDS ARE SPECIAL, LIMITED OBLIGATIONS OF THE AGENCY, SECURED BY THE TRUST ESTATE. THE SERIES 1986A BONDS DO NOT CONSTITUTE A DEBT OF THE CITY OF LAS VEGAS, NEVADA, THE STATE OF NEVADA OR ANY POLITICAL SUBDIVISION THEREOF, AND NEITHER THE CITY, THE STATE NOR ANY OF THE POLITICAL SUBDIVISIONS THEREOF IS LIABLE THEREFOR. NEITHER THE MEMBERS OF THE AGENCY NOR ANY PERSONS EXECUTING THE SERIES 1986A BOND SHALL BE PERSONALLY LIABLE FOR THE PAYMENT OF THE SERIES 1986A BONDS.</u>

<u>TERMS OF SALE</u>

<u>BID PROPOSALS</u>: Any bidder is required to submit an unconditional and written bid for the entire issue of the Series 1986A Bonds, in the aggregate principal amount set forth above, specifying the Initial Interest Rate and premium, if any, at, or above par, at which the bidder will purchase the Series 1986A Bonds. It is requested that all bids be submitted on the Official Bid Form which will be provided by the Agency, and which will be available from the office of the Secretary to the Agency, located at the City Clerk's Office, 10th Floor, 400 East Stewart Avenue, Las Vegas, Nevada, or from Kirchner Moore & Company, located at 717 Seventeenth Street, Suite 2700, Denver, Colorado 80202, the financial consultant to the Agency (the "Financial Consultant") (See "INFORMATION," below); provided, however, that the Agency reserves the right to accept bids which are

not submitted on the Official Bid Form. It is also requested for informational purposes that each bid disclose the total net interest cost in dollars and cents and the net effective interest rate. Each bid must also be in a sealed envelope marked on the outside "Tax Increment Revenue Bond Proposal" and addressed to: Ms. Carol Ann Hawley, Secretary, City of Las Vegas Downtown Redevelopment Agency, c/o City Clerk's Office, City Hall, 400 East Stewart Avenue, Las Vegas, Nevada 89101.

BID CHECK: Each bid shall be accompanied by a cashier's check or a treasurer's check of, or a certified check drawn on, a solvent bank or trust company in the United States of America made payable to the Agency in an amount of not less than $500,000, or by a cash deposit of a like amount. Such bid check or deposit is required in order to secure the Agency against any loss resulting from a failure of the best bidder to comply with the terms of the proposal of such bidder. The Agency will not deposit such good faith check for collection prior to the date set for delivery of the issue. Such check of the best bidder will be held, without interest, as evidence of good faith pending the delivery of the Series 1986A Bonds. Checks accompanying bids other than the best bid will be returned, without interest, upon the award of the issue by the Agency.

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TAX-EXEMPT STATUS: It is anticipated that Kutak Rock & Campbell, Bond Counsel ("Bond Counsel"), will render an opinion prior to the delivery of the Series 1986A Bonds substantially to the effect that, under existing laws, regulations, rulings and judicial decisions, interest on the Series 1986A Bonds is exempt from present federal income taxation, and, under existing laws of the State of Nevada, interest on the Series 1986A Bonds is exempt from Nevada taxes. It is also anticipated that Bond Counsel will render an opinion prior to the delivery of the Series 1986A Bonds substantially to the effect that, under certain assumptions and subject to certain exceptions set forth in such opinion, interest on the Series 1986A Bonds will be exempt from federal income taxation in the event that H.R. 3838, as it would be modified by the Joint Statements referred to in such opinion, were to be enacted in the form adopted by the United States House of Representatives on December 17, 1985, or in the event H.R. 3838 were to be enacted in the form adopted by the United States Senate on June 24, 1986. A copy of the anticipated form of such opinion may be obtained from the Agency or the Financial Consultant. In the event such opinions are not rendered, the successful bidder may be relieved of any obligation under the contract to purchase the Series 1986A Bonds. In such case the contract to purchase the Series 1986A Bonds shall terminate, and the deposit accompanying the bid shall be returned, without interest, to the bidder.

SALE RESERVATIONS: The Agency reserves the privilege:

(1) Of waiving any irregularity or formal defect in any bid;

(2) Of rejecting any and all bids for the Series 1986A Bonds; and

(3) Of reoffering the Series 1986A Bonds for sale in any manner permitted by law.

BASIS OF AWARD: The Series 1986A Bonds, subject to the sale reservations set forth above, shall be sold to the highest responsible bidder making a bid which is to the best advantage of the Agency, which bid shall be determined by deducting the amount of the premium bid (if any) from the total amount of interest which the Agency would be required to pay from the date of the issue to the respective maturity dates of the issue at the Initial Interest Rate specified in the bid without reference to the possible redemption or conversion of interest rates of any of the Series 1986A Bonds prior to maturity; and the award will be made on the basis of the lowest net interest cost to the Agency. If there are two (2) or more equal bids for the Series 1986A Bonds, and such equal bids are the best bids received, the Agency will determine, in its absolute discretion, which bid will be accepted.

<u>TIME OF AWARD</u>: The Agency will have bids opened at the time hereinabove specified. The Agency intends to take action upon determining the best bid, awarding the Series 1986A Bonds or rejecting all bids for the Series 1986A Bonds by action of the Agency at a meeting to be held later in the afternoon of the same day, but in no event later than twenty-four (24) hours after the expiration of the time herein specified for opening bids.

<u>MANNER AND TIME OF DELIVERY</u>: The deposit of the selected bidder will not accrue interest, and will be credited against the purchase price for the Series 1986A Bonds. If the successful bidder for the Series 1986A Bonds fails or neglects to complete the purchase of the Series 1986A Bonds within five (5) days next after the Series 1986A Bonds are made ready and are tendered by the Agency for delivery, the amount of the deposit will be forfeited to the Agency (as liquidated damages for noncompliance with the bid), except as hereinafter provided. In such event the Agency may reoffer the Series 1986A Bonds for sale as provided by law. The purchaser will not be required to accept delivery of any of the Series 1986A Bonds if they are not tendered for delivery within forty-five (45) days from the date herein stated for opening bids; and if the Series 1986A Bonds are not so tendered within said period of time, the good faith deposit will be returned to the purchaser upon his request and without interest. The Agency contemplates a

delivery of the Series 1986A Bonds to the purchaser thereof against payment therefor on or about August 20, 1986, or on such earlier or later date as the Series 1986A Bonds may be lawfully issued and such date is agreed to by the Remarketing Agent and the Agency. The purchaser will be given twenty-four (24) hours notice of the time fixed by the Agency for tendering the issue for delivery. The purchaser shall be required, not later than twenty-four (24) hours prior to the stated time of delivery, to specify the denominations in which the Series 1986A Bonds are to be initially issued.

PAYMENT AT AND PLACE OF DELIVERY: The successful bidder will be required to accept delivery of, and to make payment of the balance due for, the Series 1986A Bonds at some bank or trust company in Las Vegas, Nevada or at the offices of the Agency. Payment of the balance of the purchase price due at delivery must be made in federal funds or other funds acceptable to the Agency and to the bank or trust company designated as the place of delivery for immediate and unconditional credit to the City. The balance of the purchase price, including any premium, must be paid in such funds and not by cancellation of any interest, nor by any waiver of interest, nor by any other concession as a substitution for such funds.

CUSIP NUMBERS: CUSIP numbers will be printed on the Series 1986A Bonds at the expense of the Agency. If a wrong

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number is imprinted on any Series 1986A Bond or if a number is not printed thereon, any such error or omission will not constitute cause for the successful bidder to refuse delivery of any Series 1986A Bond.

LEGAL OPINION, SERIES 1986A BONDS, TRANSCRIPT AND OTHER MATTERS: The legality of the Series 1986A Bonds will be approved by the firm of Kutak Rock & Campbell, 2400 Arco Tower, 707 Seventeenth Street, Denver, Colorado 80202, whose unqualified approving opinion, together with the printed Series 1986A Bonds on steel engraved borders, a certified transcript of the proceedings, including a certificate of the Agency stating that there is no litigation pending which would adversely affect the validity of the Series 1986A Bonds, and certain other closing documents, will be furnished to the purchaser without charge by the Agency. A certified true copy of the approving opinion of bond counsel for the issue will be printed on each Series 1986A Bond thereof at the Agency's expense. Bond counsel's approving opinion will recite, in conventional form, that bond counsel has examined the Constitution and laws of the State of Nevada and a certified copy of the record of the proceedings of the Agency taken preliminary to and in the issuance of the Series 1986A Bonds, and that bond counsel has examined Bond numbered one of said issue (but not its CUSIP number), and has found the same properly executed and in due legal form. The opinion

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will express an unqualified opinion as to legality, as to tax exemption of interest on the Series 1986A Bonds consistent with the provisions of the paragraph of this notice entitled "TAX-EXEMPT STATUS" and as to the security consistent with the provisions of the paragraph of this notice entitled "SECURITY." The purchaser of the Series 1986A Bonds will also receive a letter from Kutak Rock & Campbell to the effect that the firm has not independently verified the information contained in the Official Statement (except for the summary description of the issue contained in the Official Statement), but that during the course of the participation by such firm in the preparation of the Official Statement, no information came to the attention of such firm to lead it to believe that the Official Statement (except the financial statements and other statistical and financial data contained in the Official Statement, as to which such firm will make no statement) as of its date either contained an untrue statement of any material fact or omitted to state a material fact necessary to make the statements made, in the light of the circumstances under which they were made, not misleading.

<u>PROPOSED INDENTURE</u>: The proposed Indenture is on file at the office of the Secretary of the Agency in Las Vegas, Nevada. The Indenture to be adopted following the sale of the Series 1986A Bonds is anticipated to be in substantially

the same form as the proposed Indenture. Copies may be obtained as provided under "INFORMATION" below.

INFORMATION: This Official Notice of Bond Sale, an Official Bid Form and financial and other information concerning the Agency and the Series 1986A Bonds may be obtained from Kirchner Moore & Company, 717 Seventeenth Street, Denver, Colorado 80202, Telephone: (303) 292-1600, or Ms. Carol Ann Hawley, Las Vegas Downtown Redevelopment Agency, c/o City Clerk's Office, City Hall, 400 East Stewart Avenue, Las Vegas, Nevada 89101, Telephone: (702) 386-6011.

By order of the City of Las Vegas Downtown Redevelopment Agency, dated this 6th day of August 1986.

(SEAL)

/s/
Chairman

Attest:

/s/
Secretary

(End of Form of Official Notice of Bond Sale)

Section 3. Set forth below is an Official Bid Form for use in connection with the public sale of the Series 1986A Bonds, which Official Bid Form is, in all respects, hereby authorized and approved by the Agency. Such changes in the Official Bid Form may be made as the Chairman shall direct and as the Chairman shall deem to be in the best interest and to the best advantage of the Agency, but such changes shall be consistent with the terms and requirements of this Resolution, the execution of the Official Bid Form by the Chairman to indicate the approval of any such change by the Council.

(Form of Official Bid Form)

OFFICIAL BID FORM
$50,000,000
City of Las Vegas Downtown Redevelopment Agency
Tax Increment Revenue Bonds
(City of Las Vegas Downtown Redevelopment Project)
Series 1986A

Ms. Carol Ann Hawley
Secretary
City of Las Vegas Downtown
Redevelopment Agency
c/o City Clerk's Office
10th Floor
City Hall
400 East Stewart Avenue
Las Vegas, Nevada 89101

Dear Ms. Hawley:

In accordance with the Official Notice of Bond Sale, dated August 6, 1986, the undersigned hereby submit their bid for the purchase of the "City of Las Vegas Downtown Redevelopment Agency, Tax Increment Revenue Bonds (City of Las

Vegas Downtown Redevelopment Project), Series 1986A," in the aggregate principal amount of $50,000,000 (the "Series 1986A Bonds").

For the Series 1986A Bonds, as described in such notice, we will pay you the principal amount thereof plus a cash premium (not exceeding 2% of principal) of $_________*, for the Series 1986A Bonds. The Series 1986A Bonds shall bear interest at an Initial Interest Rate of _________ percent (____%) per annum, in the manner set forth in the Official Notice of Bond Sale, the terms and provisions of which are by this reference incorporated herein.

Our calculation (which is not part of this bid) of the interest cost from the above is:

Gross Interest Cost:	$_____________
Less Any Premium:	$_____________
Net Interest Cost:	$_____________
Net Interest Rate:	____________%

Enclosed herewith is a cash deposit or a certified check drawn on, or a cashier's or treasurer's check of, a solvent bank or trust company, payable to the order of the City of Las Vegas Downtown Redevelopment Agency, in the amount of $500,000, which will be returned to the undersigned without interest if the bid is not accepted. If the undersigned are the successful bidders and shall fail, neglect or refuse to accept the Series 1986A Bonds sold to them and to complete and pay therefor in accordance with the terms of their bid

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on the day the Series 1986A Bonds are offered for delivery by the Agency, such check shall be forfeited to the Agency.

The validity and enforceability of the Series 1986A Bonds will be approved by Kutak Rock & Campbell, 2400 Arco Tower, 707 Seventeenth Street, Denver, Colorado 80202, whose unqualified, final, approving opinion substantially in the form stated in the Official Notice of Bond Sale, together with the printed Series 1986A Bonds and a certified transcript of the legal proceedings, including a certificate of the Agency stating that there is no litigation pending affecting the validity of the Series 1986A Bonds as of the date of their delivery, and other terms set forth in the Official Notice of Bond Sale, will be furnished to the purchaser without charge.

This offer shall not be deemed effective until acceptance by the Agency.

DATED on this ____ day of August 1986.

Name	Address
______________________________	______________________________
Manager	
______________________________	______________________________
______________________________	______________________________

By ______________________________
Authorized Representative

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The return of bid deposit is hereby acknowledged.

____

By ___________________________

The foregoing proposal accepted on August __, 1986.

CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY

By ______________________________
Chairman

(End of Form of Official Bid Form)

Section 4. The Chairman is hereby authorized and directed to cause the distribution of the form of Preliminary Official Statement presented at this meeting to all prospective purchasers of the Series 1986A Bonds. The Preliminary Official Statement shall be in substantially the form presented at this meeting, which is in all respects hereby authorized and approved by the Agency, with such changes therein as the Chairman shall approve, but which are consistent with the terms and requirements of this Resolution, and the execution of the Preliminary Official Statement by the Chairman shall conclusively indicated the approval of any such changes by the Agency.

Section 5. Bids for the Series 1986A Bonds shall be opened at the time, place and manner provided in the Official Notice of Bond Sale as herein prescribed.

Section 6. The officers of the Agency are hereby authorized and directed to mail a Preliminary Official Statement, and other information referred to in the Official Notice of Bond Sale, to prospective bidders who shall request the same.

Section 7. The officers of the Agency and the Financial Consultant and Bond Counsel are hereby authorized and directed to take all other action necessary or appropriate to effectuate the provisions of this Resolution. All action heretofore taken (not inconsistent with this Resolution) is hereby ratified, approved and confirmed.

Section 8. All resolutions or parts thereof in conflict with this Resolution are hereby repealed. This repealer shall not be construed to revive any resolution or part of any resolution theretofore repealed.

Section 9. If any section, paragraph, clause or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution.

Section 10. This Resolution shall take effect immediately upon its introduction and passage.

INTRODUCED, READ AND ADOPTED this 6th day of August 1986.

CITY OF LAS VEGAS DOWNTOWN
REDEVELOPMENT AGENCY

By ______________________
Vice Chairman

Approved
SR 8/8/86

[SEAL]

Attest:

By Carol A. Hawley
Secretary

The motion to adopt the said Resolution was put to a vote by means of electronic voting and carried on the following recorded vote:

Members voting YES: Ron Lurie, Vice Chairman

Al Levy

Bob Nolen

Members voting NO: None

Members ABSTAINING: W. Wayne Bunker

Members ABSENT: William H. Briare, Chairman

Thereupon the Vice Chairman declared the foregoing Resolution duly adopted.

After consideration of other business unrelated to the matters set forth the meeting was adjourned.

[SEAL]

By Carol A Hawley
Carol Ann Hawley, Secretary
City of Las Vegas
Downtown Redevelopment Agency

STATE OF NEVADA]
COUNTY OF CLARK] ss.
CITY OF LAS VEGAS]

The undersigned, as the duly qualified and acting Secretary of the City of Las Vegas Downtown Redevelopment Agency, does hereby certify that the foregoing pages numbered 1 to 28, inclusive, are a true, perfect and complete copy of the record of proceedings, insofar as such proceedings relate to the Resolution contained therein, of the City of Las Vegas Downtown Redevelopment Agency, had and taken at a lawful regular meeting of the Agency held at the Council Chambers of the City of Las Vegas, 400 East Stewart Avenue, Las Vegas, Nevada, on Wednesday, August 6, 1986, commencing at the hour of 10:00 a.m., as recorded in the regular official book of the proceedings of the Agency kept in my office, said proceedings were duly had and taken as therein shown, the meeting therein shown was duly held, and the persons therein named were present at said meeting as therein shown.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the City of Las Vegas Downtown Redevelopment Agency this 6th day of August 1986.

CITY OF LAS VEGAS DOWNTOWN
REDEVELOPMENT AGENCY

By Carl A Hawley
Secretary

[SEAL]

CITY OF LAS VEGAS
DOWNTOWN REDEVELOPMENT AGENCY

000054

AGENDA DOCUMENTATION

Date: August 6, 1986 AUG 06 1986

TO:	FROM:
REDEVELOPMENT AGENCY	ASHLEY HALL EXECUTIVE DIRECTOR

SUBJECT:
DISCUSSION AND POSSIBLE ACTION APPROVING AN AMENDMENT TO THE CONTRACT BETWEEN THE AGENCY AND KUTAK, ROCK AND CAMPBELL

PURPOSE/BACKGROUND:

As you know, the Agency's current contract with Kutak, Rock and Campbell (attached) calls for a fee to be negotiated when more is known about the specifics of the proposed bond issue.

Kutak now believes that it has sufficient information to propose a fee for its work in the interim. After discussion between Agency staff and Kutak, we have agreed upon a fee for the entire escrow issue of $80,000 (Eighty Thousand Dollars).

The fee for the first remarketing will be negotiated after we have more definite information concerning that issue.

FISCAL IMPACT:

By this action, the Agency would be obligated to pay Kutak, Rock and Campbell a fee of $80,000 (Eighty Thousand Dollars) which would come from the initial bond sale proceeds.

RECOMMENDATIONS:

It is the recommendation of the Executive Director that the Chairman be authorized to sign the attached Amendment to the Agreement with Kutak, Rock and Campbell.

AGENDA ITEM

2 C.

AI:AGNRET

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AMENDMENT TO RETAINER AGREEMENT

AUGUST 6, 1986

WHEREAS, the City of Las Vegas Downtown Redevelopment Agency (the "Agency") and Kutak, Rock and Campbell ("Bond Counsel") have entered into the Retainer Agreement attached hereto (the "Agreement"); and

WHEREAS, the Agreement provides that the amount of fees paid to Bond Counsel for work done under the Agreement will be negotiated with the Agency at such time as the final structure of the financing is determined; and

WHEREAS, the final structure of the initial escrow bond issue has now been determined;

NOW, THEREFORE, the Agency and Bond Counsel do hereby agree to amend the Agreement as follows:

1. The Agency will pay to Bond Counsel the amount of $80,000 (Eighty Thousand Dollars) for work performed in connection with the initial escrow bond issue. This money will be paid from the proceeds of the sale of the initial escrow issue.

2. Fees for the first remarketing of the bonds will be negotiated with the Agency at such time as the final structure of the remarketing is determined. In the event the Agency and Bond Counsel are unable to reach agreement on the fees attributable to the remarketing, the Agency may terminate Bond Counsel and Bond Counsel will accept $5,000 (Five Thousand

...

...

...

...

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Dollars) as full compensation for any work done to date attributable to the remarketing.

Kutak, Rock & Campbell

By Gregory V Johnson

General Partner

City of Las Vegas Downtown Redevelopment Agency

By

Vice Chairman

Approved JR 8/8/86

Attest

Carol A. Hawley

Secretary

CITY OF LAS VEGAS NEVADA
DOWNTOWN REDEVELOPMENT AGENCY CREATED 1985

BF1:AMD

000057
AUG 06 1986

NOTICE TO PUBLISH

Las Vegas, Nevada

Date: August 4, 1986

TO: LAS VEGAS Review-Journal

FROM: CITY CLERK

SUBJECT: PUBLICATION OF OFFICIAL NOTICE OF BOND SALE

CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY TAX INCREMENT REVENUE BONDS

(CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT) SERIES 1986A

Please publish the attached Legal Notice

ON THE FOLLOWING DATES: Wednesday, August 6, 1986 (one time only)

and send me five copies of the Affidavit of Publication at your earliest convenience. (No later than seven (7) days following final publication.)

Carl A. Hartley
CITY CLERK

cc: Finance Department - Accounts Payable
City Attorney - (on Ordinances only)
Economic & Urban Development

76-11-6

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OFFICIAL NOTICE OF BOND SALE

$50,000,000
CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT AGENCY
TAX INCREMENT REVENUE BONDS
(CITY OF LAS VEGAS DOWNTOWN REDEVELOPMENT PROJECT)
SERIES 1986A

PUBLIC NOTICE IS HEREBY GIVEN that the City of Las Vegas Downtown Redevelopment Agency (the "Agency"), a public body corporate and politic, located in the City of Las Vegas and State of Nevada, will, on Wednesday, the 13th day of August 1986, at the hour of 10:00 a.m., Pacific Daylight Time, at 400 East Stewart Avenue, Las Vegas, Nevada 89101, receive sealed bids and publicly open the same for the purchase of certain tax increment revenue bonds of the Agency, which bonds are more particularly described below:

BOND PROVISIONS

ISSUE: "City of Las Vegas Downtown Redevelopment Agency, Tax Increment Revenue Bonds (City of Las Vegas Downtown Redevelopment Project), Series 1986A," in the aggregate principal amount of $50,000,000, dated as described in the Indenture referred to below (the "Series 1986A Bonds").

FORM OF BONDS AND MATURITY: The Series 1986A Bonds will be issued as fully registered bonds, in the denomination of $5,000 each or any integral multiple thereof, except in the case of Short Term Series 1986A Bonds, which shall be issued in minimum denominations of no less than $100,000, numbered consecutively in regular numerical order from R-1 upward, and payable (as to principal, premium, if any, and interest) to the Registered Owner thereof as shown on the registration books of the Agency maintained by the Trustee referred to below. The Series 1986A Bonds, as initially issued, shall mature in the aggregate principal amount of $50,000,000 on December 1, 2009.

PURPOSE OF ISSUE: The Series 1986A Bonds are being issued by the the Agency for the purpose of providing funds to finance certain of the activities of the Agency in connection with the City of Las Vegas Downtown Redevelopment Project (the "Redevelopment Project"), a redevelopment project located in an area (the "Redevelopment Area") within the boundaries of the City of Las Vegas, Nevada (the "City"). The Series 1986A Bonds are being issued under the authority of the Nevada Community Redevelopment Law, consisting of NRS 279.382 to 279.680, inclusive, (the "Act") and pursuant to the provisions of an Indenture of Trust, dated as of August 1, 1986 (the "Indenture") between the Agency and First Interstate Bank of Denver, N.A., as trustee or its successor in trust (the "Trustee").

INTEREST RATES:

The Short Term Series 1986A Bonds shall bear interest at an Initial Interest Rate as specified in the Indenture from the date of delivery through December 18, 1986. The Short Term Series 1986A Bonds shall mature as follows:

June 1 of the Year	Principal Amount
2009	$50,000,000

The Short Term Series 1986A Bonds are subject to Mandatory Tender on December 18, 1986 and, unless Bondholders affirmatively elect to retain their Series 1986A Bonds at a Short Term or a Long Term Rate, as the case may be, they will be deemed to have tendered their Series 1986A Bonds on such date.

The Short Term Series 1986A Bonds which become Long Term Series 1986A Bonds as a result of an Interest Rate Conversion shall mature as to principal on June 1 in the following years and in the following percentages (expressed as a percentage of the total principal amount of Long Term Series 1986A Bonds as of any Conversion Date):

Maturity Date (June 1 of the Year)	Percentage of Long Term Series 1986A Bonds As of Any Conversion Date
1996	4%
2001	20
2006	53
2009	23

On the 17th Business Day preceding any Conversion Date, the Trustee shall select by lot from among all of the Short Term Series 1986A Bonds to become Long Term Series 1986A Bonds on the next Conversion Date the particular Long Term Series 1986A Bonds to mature on each of the dates set forth above in the relative percentages as set forth above and shall give notice thereof to the Registered Owners of such Short Term Series 1986A Bonds not later than the 16th Business Day preceding the Conversion Date for such Series 1986A Bonds.

DEMAND PURCHASE:

(a) Not later than the 11th Business Day preceding each Conversion Date, the Trustee shall give notice to the Registered Owners of the Short Term Series 1986A Bonds then Outstanding, by telephone or telex promptly confirmed in writing, of the Short Term Interest Rate to be effective on the next occurring Conversion Date.

(b) The Short Term Series 1986A Bonds are subject to Mandatory Tender to the Trustee on the Conversion Date or the next Short Term Interest Date, as the case may be, unless the Bondholder affirmatively elects in writing to return its Series 1986A Bonds, on or prior to the 6th Business Day preceding the next Conversion Date at the Short Term Interest Rate to be effective commencing upon the next Conversion Date.

(c) Not later than the 16th Business Day preceding each Conversion Date, the Trustee shall give notice to the Registered Owners of the Short Term Series 1986A Bonds selected for conversion to the Long Term Interest Rate, by telephone or telex promptly confirmed in writing, of the maturity date and applicable Long Term Interest Rate to be effective with respect to the Series 1986A Bond of such Registered Owner on the next occurring Conversion Date.

BID REQUIREMENTS AND AND OTHER LIMITATIONS: Bids submitted for the purchase of the Series 1986A Bonds shall be subject to the limitations and requirements set forth herein, including in particular, the following:

A. Interest shall be payable on the Series 1986A Bonds as set forth above until maturity or prior redemption, payable on December 18, 1986 and thereafter as set forth under "INTEREST RATES" above. Bids providing for the payment of interest represented by "supplemental" coupons will not be accepted. Bids shall state the Initial Interest Rate with respect to the Series 1986A Bonds as defined above.

B. The Initial Interest Rate stated in a bid shall be in a multiple of one-eighth (1/8) or one-twentieth (1/20) of one percent (1%) per annum.

C. Any bid naming a zero (0) Initial Rate of Interest, and any bid stating any interest rate other than a fixed interest rate, shall not be accepted.

D. Any bid providing for a purchase price of less than 100% of par shall not be accepted.

PAYMENT: The principal of and premium, if any, on the Series 1986A Bonds shall be payable at the principal corporate trust office of First Interstate Bank of Denver, N.A., as trustee or its successor in trust (the "Trustee") or any other Paying Agent designated by the Agency pursuant to the Indenture of Trust referred to below, and interest on any Series 1986A Bond shall be paid by check or draft mailed to the Registered Owner thereof by the Trustee at the address of such Registered Owner as it appears on the registration books of the Agency maintained by the Trustee on the Record Date (as defined in the Indenture), or, upon request of any Registered Owner and upon making arrangements satisfactory to the Trustee for the payment of the fees and expenses of the Trustee, by wire transfer to such Registered Owner; but any such interest not so timely paid or duly provided for shall cease to be payable to the Person who is the Registered Owner of the applicable Bond on the Record Date and shall be payable to the Person who is the Registered Owner thereof at the close of business on a Special Record Date (as defined in the Indenture) for the payment of any such defaulted interest. Such Special Record Date shall be fixed by the Trustee whenever moneys become available for payment of the defaulted interest, and notice of the Special Record Date shall be given to the Registered Owners of the Bonds not less than ten (10) days prior thereto by first-class mail to each such Registered Owner as shown on the Registration Books on a date selected by the Trustee, stating the date of the Special Record Date and the date fixed for the payment of such defaulted interest.

If any payment of any Series 1986A Bond is due on a day not a Business Day (as defined in the Indenture), payment shall be made on the next succeeding Business Day with the same force and effect as if made on the date fixed for such payments, and no interest shall accrue for the period after such date.

Under the Indenture, the Agency has authorized the Trustee to enter into a home office payment agreement with any Registered Owner of the Series 1986A Bonds Outstanding, providing for the making to such Registered Owner of all payments of interest on the Series 1986A Bonds at such place and in a manner other than as provided in the Indenture and in the Series 1986A Bonds, upon such conditions as shall be satisfactory to the Trustee, and the Trustee shall make payments of interest on such Series 1986A Bonds in accordance with the provisions thereof.

PRIOR REDEMPTION: The Series 1986A Bonds shall be subject to redemption prior to maturity as set forth in the Indenture.

SECURITY: The principal security for the Series 1986A Bonds are the moneys which are to be deposited into the Series 1986A Escrow Fund. From the date of delivery of the Bonds until December 18, 1986, the Series 1986A Escrow Fund is to be invested by the Trustee in direct obligations of the United States of America, which will mature on the first interest rate adjustment date, December 18, 1986. In addition, the Series 1986A Bonds are secured by a pledge by the Agency to the Trustee of the Trust Estate (as defined herein) to secure the payment of the principal of, premium, if any, and interest on the Series 1986A Bonds.

The Trust Estate, which has been pledged to pay the principal of, premium, if any, and interest on the Bonds from time to time Outstanding, includes the Pledged Revenues (as hereinafter defined), the rights of the Agency under certain Cooperation Agreements and the Remarketing Agreement, all as defined in the Indenture, the proceeds of any Additional Debt issued to refund all Outstanding Bonds and amounts on deposit in certain Trust Funds as defined in the Indenture.

"Pledged Revenues" means (a) the Pledged Property Tax Revenues, (b) the Pledged City-County Relief Tax, (c) the Pledged Parking Fund Revenues, and (d) all income derived from the investment and reinvestment of the Trust Funds, except income from the investment and reinvestment of the Series 1986A Project Fund and the Series 1986A Escrow Fund, as defined in the Indenture.

"Pledged City-County Relief Tax" means the portion of the supplemental city-county relief tax, if any, which the Agency actually receives. Nothing set forth in the Indenture shall require the Agency to deposit in the Revenue Fund any payments in lieu of the supplemental city-county relief tax in the event that the Agency shall not receive any portion of the supplemental city-county relief tax.

"Pledged Parking Fund Revenues" means all revenues derived from the City under the Parking Fund Agreement, as defined in the Indenture, up to an amount equal to $800,000 during each Fiscal Year.

"Pledged Property Tax Revenues" means, for each Fiscal Year, that portion of ad valorem property taxes which would be produced by the rate upon which the tax is levied each year by or for each of the taxing agencies within or overlapping the Redevelopment Area upon that portion of the assessed value of all taxable property within the Redevelopment Area which is in excess of the Property Tax Base Amount, all as calculated pursuant to N.R.S. 279.676; (as defined in the Indenture); provided, however, that such amount shall be reduced by any lawful collection fee charged by the County.

Reference is hereby made to the Indenture for a further and more detailed description of the Trust Estate, the provisions, among others, with respect to the nature and extent of the security, the rights, duties and obligations of the Agency, the Trustee and the Registered Owners of the Bonds, the issuance of Additional Debt and the terms upon which the Bonds are issued and secured. A copy of the current form of the Indenture may be obtained from the Agency or its Financial Consultant, as referred to below.

THE SERIES 1986A BONDS ARE SPECIAL, LIMITED OBLIGATIONS OF THE AGENCY, SECURED BY THE TRUST ESTATE. THE SERIES 1986A BONDS DO NOT CONSTITUTE A DEBT OF THE CITY OF LAS VEGAS, NEVADA, THE STATE OF NEVADA OR ANY POLITICAL SUBDIVISION THEREOF, AND NEITHER THE CITY, THE STATE NOR ANY OF THE POLITICAL SUBDIVISIONS THEREOF IS LIABLE THEREFOR. NEITHER THE MEMBERS OF THE AGENCY NOR ANY PERSONS EXECUTING THE SERIES 1986A BOND SHALL BE PERSONALLY LIABLE FOR THE PAYMENT OF THE SERIES 1986A BONDS.

TERMS OF SALE

BID PROPOSALS: Any bidder is required to submit an unconditional and written bid for the entire issue of the Series 1986A Bonds, in the aggregate principal amount set forth above, specifying the Initial Interest Rate and premium, if any, at, or above par, at which the bidder will purchase the Series 1986A Bonds. It is requested that all bids be submitted on the Official Bid Form which will be provided by the Agency, and which will be available from the office of the Secretary to the Agency, located at the City Clerk's Office, 10th Floor, 400 East Stewart Avenue, Las Vegas, Nevada, or from Kirchner Moore & Company, located at 717 Seventeenth Street, Suite 2700, Denver, Colorado 80202, the financial consultant to the Agency (the "Financial Consultant") (See "INFORMATION," below); provided, however, that the Agency reserves the right to accept bids which are not submitted on the Official Bid Form. It is also requested for informational purposes that each bid disclose the total net interest cost in dollars and cents and the net effective interest rate. Each bid must also be in a sealed envelope marked on the outside "Tax Increment Revenue Bond Proposal" and addressed to: Ms. Carol Ann Hawley, Secretary, City of Las Vegas Downtown Redevelopment Agency, c/o City Clerk's Office, City Hall, 400 East Stewart Avenue, Las Vegas, Nevada 89101.

BID CHECK: Each bid shall be accompanied by a cashier's check or a treasurer's check of, or a certified check drawn on, a solvent bank or trust company in the United States of America made payable to the Agency in an amount of not less than $500,000, or by a cash deposit of a like amount. Such bid check or deposit is required in order to secure the Agency against any loss resulting from a failure of the best bidder to comply with the terms of the proposal of such bidder. The Agency will not deposit such good faith check for collection prior to the date set for delivery of the issue. Such check of the best bidder will be held, without interest, as evidence of good faith pending the delivery of the Series 1986A Bonds. Checks accompanying bids other than the best bid will be returned, without interest, upon the award of the issue by the Agency.

TAX-EXEMPT STATUS: It is anticipated that Kutak Rock & Campbell, Bond Counsel ("Bond Counsel"), will render an opinion prior to the delivery of the Series 1986A Bonds substantially to the effect that, under existing laws, regulations, rulings and judicial decisions, interest on the Series 1986A Bonds is exempt from present federal income taxation, and, under existing laws of the State of Nevada, interest on the Series 1986A Bonds is exempt from Nevada taxes. It is also anticipated that Bond Counsel will render an opinion prior to the delivery of the Series 1986A Bonds substantially to the effect that, under certain assumptions and subject to certain exceptions set forth in such opinion, interest on the Series 1986A Bonds will be exempt from federal income taxation in the event that H.R. 3838, as it would be modified by the Joint Statements referred to in such opinion, were to be enacted in the form adopted by the United States House of Representatives on December 17, 1985, or in the event H.R. 3838 were to be enacted in the form adopted by the United States Senate on June 24, 1986. A copy of the anticipated form of such opinion may be obtained from the Agency or the Financial Consultant. In the event such opinions are not rendered, the successful bidder may be relieved of any obligation under the contract to purchase the Series 1986A Bonds. In such case the contract to purchase the Series 1986A Bonds shall terminate, and the deposit accompanying the bid shall be returned, without interest, to the bidder.

SALE RESERVATIONS: The Agency reserves the privilege:

(1) Of waiving any irregularity or formal defect in any bid;

(2) Of rejecting any and all bids for the Series 1986A Bonds; and

(3) Of reoffering the Series 1986A Bonds for sale in any manner permitted by law.

BASIS OF AWARD: The Series 1986A Bonds, subject to the sale reservations set forth above, shall be sold to the highest responsible bidder making a bid which is to the best advantage of the Agency, which bid shall be determined by deducting the amount of the premium bid (if any) from the total amount of interest which the Agency would be required to pay from the date of the issue to the respective maturity dates of the issue at the Initial Interest Rate specified in the bid without reference to the possible redemption or conversion of interest rates of any of the Series 1986A Bonds prior to maturity; and the award will be made on the basis of the lowest net interest cost to the Agency. If there are two (2) or more equal bids for the Series 1986A Bonds, and such equal bids are the best bids received, the Agency will determine, in its absolute discretion, which bid will be accepted.

TIME OF AWARD: The Agency will have bids opened at the time hereinabove specified. The Agency intends to take action upon determining the best bid, awarding the Series 1986A Bonds or rejecting all bids for the Series 1986A Bonds by action of the Agency at a meeting to be held later in the afternoon of the same day, but in no event later than twenty-four (24) hours after the expiration of the time herein specified for opening bids.

MANNER AND TIME OF DELIVERY: The deposit of the selected bidder will not accrue interest, and will be credited against the purchase price for the Series 1986A Bonds. If the successful bidder for the Series 1986A Bonds fails or neglects to complete the purchase of the Series 1986A Bonds within five (5) days next after the Series 1986A Bonds are made ready and are tendered by the Agency for delivery, the amount of the deposit will be forfeited to the Agency (as liquidated damages for noncompliance with the bid), except as hereinafter provided. In such event the Agency may reoffer the Series 1986A Bonds for sale as provided by law. The purchaser will not be required to accept delivery of any of the Series 1986A Bonds if they are not tendered for delivery within forty-five (45) days from the date herein stated for opening bids; and if the Series 1986A Bonds are not so tendered within said period of time, the good faith deposit will be returned to the purchaser upon his request and without interest. The Agency contemplates a delivery of the Series 1986A Bonds to the purchaser thereof against payment therefor on or about August 20, 1986, or on such earlier or later date as the Series 1986A Bonds may be lawfully issued and such date is agreed to by the Remarketing Agent and the Agency. The purchaser will be given twenty-four (24) hours notice of the time fixed by the Agency for tendering the issue for delivery. The purchaser shall be required, not later than twenty-four (24) hours prior to the stated time of delivery, to specify the denominations in which the Series 1986A Bonds are to be initially issued.

PAYMENT AT AND PLACE OF DELIVERY: The successful bidder will be required to accept delivery of, and to make payment of the balance due for, the Series 1986A Bonds at some bank or trust company in Las Vegas, Nevada or at the offices of the Agency. Payment of the balance of the purchase price due at delivery must be made in federal funds or other funds acceptable to the Agency and to the bank or trust company designated as the place of delivery for immediate and unconditional credit to the City. The balance of the purchase price, including any premium, must be paid in such funds and not by cancellation of any interest, nor by any waiver of interest, nor by any other concession as a substitution for such funds.

CUSIP NUMBERS: CUSIP numbers will be printed on the Series 1986A Bonds at the expense of the Agency. If a wrong number is imprinted on any Series 1986A Bond or if a number is not printed thereon, any such error or omission will not constitute cause for the successful bidder to refuse delivery of any Series 1986A Bond.

LEGAL OPINION, SERIES 1986A BONDS, TRANSCRIPT AND OTHER MATTERS: The legality of the Series 1986A Bonds will be approved by the firm of Kutak Rock & Campbell, 2400 Arco Tower, 707 Seventeenth Street, Denver, Colorado 80202, whose unqualified approving opinion, together with the printed Series 1986A Bonds on steel engraved borders, a certified transcript of the proceedings, including a certificate of the Agency stating that there is no litigation pending which would adversely affect the validity of the Series 1986A Bonds, and certain other closing documents, will be furnished to the purchaser without charge by the Agency. A certified true copy of the approving opinion of bond counsel for the issue will be printed on each Series 1986A Bond thereof at the Agency's expense. Bond counsel's approving opinion will recite, in conventional form, that bond counsel has examined the Constitution and laws of the State of Nevada and a certified copy of the record of the proceedings of the Agency taken preliminary to and in the issuance of the Series 1986A Bonds, and that bond counsel has examined Bond numbered one of said issue (but not its CUSIP number), and has found the same properly executed and in due legal form. The opinion will express an unqualified opinion as to legality, as to tax exemption of interest on the Series 1986A Bonds consistent with the provisions of the paragraph of this notice entitled "TAX-EXEMPT STATUS" and as to the security consistent with the provisions of the paragraph of this notice entitled "SECURITY." The purchaser of the Series 1986A Bonds will also receive a letter from Kutak Rock & Campbell to the effect that the firm has not independently verified the information contained in the Official Statement (except for the summary description of the issue contained in the Official Statement), but that during the course of the participation by such firm in the preparation of the Official Statement, no information came to the attention of such firm to lead it to believe that the Official Statement (except the financial statements and other statistical and financial data contained in the Official Statement, as to which such firm will make no statement) as of its date either contained an untrue statement of any material fact or omitted to state a material fact necessary to make the statements made, in the light of the circumstances under which they were made, not misleading.

<u>PROPOSED INDENTURE</u>: The proposed Indenture is on file at the office of the Secretary of the Agency in Las Vegas, Nevada. The Indenture to be adopted following the sale of the Series 1986A Bonds is anticipated to be in substantially the same form as the proposed Indenture. Copies may be obtained as provided under "INFORMATION" below.

<u>INFORMATION</u>: This Official Notice of Bond Sale, an Official Bid Form and financial and other information concerning the Agency and the Series 1986A Bonds may be obtained from Kirchner Moore & Company, 717 Seventeenth Street, Denver, Colorado 80202, Telephone: (303) 292-1600, or Ms. Carol Ann Hawley, Las Vegas Downtown Redevelopment Agency, c/o City Clerk's Office, City Hall, 400 East Stewart Avenue, Las Vegas, Nevada 89101, Telephone: (702) 386-6011.

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By order of the City of Las Vegas Downtown Redevelopment Agency, dated this 6th day of August 1986.

(SEAL)

/s William H. Briare
Chairman

Attest:

/s/Carol Ann Hawley
Secretary